

Current form	Proposed form (including new articles) for August 12, 2022 EGMS approval	Observations
<p><b>10.6. Attributions of the Extraordinary General Meeting of Shareholders</b></p> <p>The extraordinary general meeting shall meet whenever it is necessary to take a decision on:</p> <p>a. lifting the shareholders' right of preference to subscribe for new shares issued by the Company;</p> <p>b. the contracting of any types of loans, liabilities or obligations such as loans, as well as the provision of collateral in rem or personal guarantees relating to such loans which are not the responsibility of the Board of Directors under this Articles of Incorporation;</p> <p>c. approves the establishment or dissolution of subsidiaries, branches, secondary offices, workstations, agencies and representative offices;</p> <p>d. the approval of the acts of acquisition, disposal, exchange or guaranteeing of some assets from the category of fixed assets of the company, the value of which exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, less the claims, in compliance with the provisions of this articles of incorporation; for assets the value of which is, during a financial year, between 5 and 20% of the total fixed assets, less the claims of the Board of Directors may approve such acts only in consultation with the Audit and Risk Committee, according to this instrument of incorporation;</p> <p>e. approval of leases of tangible assets, for a period exceeding one year, the individual or cumulative value of which in relation to the same contracting</p>	<p>10.6. Attributions of the Extraordinary General Meeting of Shareholders</p> <p>The extraordinary general meeting shall meet whenever it is necessary to take a decision on:</p> <p>a. raising the right of preference of shareholders to subscribe for new shares issued by the Company;</p> <p>b. the taking out of any types of loans, liabilities or obligations such as loans, as well as the provision of collateral in rem or personal guarantees relating to such loans which are not the responsibility of the Board of Directors in accordance with this Instrument of Incorporation;</p> <p>c. approves the establishment or dissolution of subsidiaries, branches, secondary offices, workstations, agencies and representative offices;</p> <p>d. approval of the acts of acquisition, disposal, exchange or guaranteeing of assets from the category of fixed assets of the company, the value of which exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, less the claims, in compliance with the provisions of this articles of incorporation; for assets the value of which is, during a financial year, between 5 and 20% of the total fixed assets, less the claims of the Board of Directors may approve such acts only in consultation with the Audit and Risk Committee, according to this instrument of incorporation;</p>	<p>It is amended art. 10.6 of the articles of incorporation of the company ("10.6. Attributions of the Extraordinary General Meeting of Shareholders) in the sense of removing letter t. regarding the association with other natural or legal persons and letter v. regarding the approval of the strategic contracts within the competence of this meeting.</p> <p>Article 10.6 shall be renumbered.</p>

partner or persons involved or acting in concert exceeds 20% of the value of the total fixed assets, less claims on the date of conclusion of the legal act, as well as associations for a period exceeding one year, exceeding the same value;

f. approval of the issue and admission to trading on a regulated market or in an alternative share trading facility;

g. approval of the delegations of competence for the Board of Directors;

h. change of legal form;

i. changing, restricting, completing the object of activity;

j. the increase of the share capital, as well as its reduction or reunification by issuing new shares, in accordance with the law and the Articles of Incorporation;

k. merger and division;

l. dissolution of the Company;

m. the realisation of any bond issue or the conversion of one category of bond into another category or into shares;

n. approval of the conversion of preferential and registered shares from one category to another, according to the law;

o. any other amendment to the Articles of Incorporation;

p. approval of the corporate governance strategy of the company, including the corporate governance action plan;

r. authorizing the acquisition by the Company of its own shares and establishing the conditions of acquisition;

e. approval of leases of tangible assets, for a period of more than one year, the individual or cumulative value of which vis-à-vis the same contracting partner or persons involved or acting in concert exceeds 20 % of the value of the total fixed assets, less the claims on the date of conclusion of the legal act, as well as the associations for a period of more than one year, exceeding the same value;

f. approving the issue and admission to trading on a regulated market or in an alternative share trading facility;

g. approval of the delegations of competence for the Board of Directors;

h. changing the legal form; changing, restricting, completing the object of activity;

i. the increase of the share capital, as well as its reduction or reunification by issuing new shares, in accordance with the law and the Articles of Incorporation;

j. merger and division;

k. dissolution of the Company;

l. the realisation of any bond issue or the conversion of one category of bond into another category or into shares;

m. approval of the conversion of preferential and registered shares from one category to another, according to the law;

n. any other amendment to the Articles of Incorporation;

o. approval of the corporate governance strategy of the company, including the corporate governance action plan;

<p>s. any other decision for which the approval of the extraordinary general meeting of shareholders is requested;</p> <p>t. association with natural or legal persons, Romanian or foreign, in order to establish new legal persons (Romanian or foreign companies) or associations without legal personality, in order to achieve common objectives, under the law, within the limits provided by law;</p> <p>u. approves the change of the company's headquarters;</p> <p>v. approval of strategic contracts, representing those contracts in the investment field that exceed the value of EUR 5,000,000; In urgent cases, in order to avoid a prejudice or loss of a benefit and to ensure the continuity of the company's activity, the Board of Directors may adopt decisions in this regard, and subsequently it will immediately submit the decision adopted for ratification / confirmation of the general meeting of shareholders, no later than 15 days after the decision is taken.</p>	<p>p. authorizing the acquisition by the Company of its own shares and establishing the conditions for acquisition;</p> <p>q. any other decision for which the approval of the extraordinary general meeting of shareholders is requested;</p> <p>r. approves the change of the company's headquarters.</p>	
<p><b>12.1.</b> The company is managed in a unitary system by a Board of Directors consisting of 5 (five) administrators, elected by the Ordinary General Meeting of Shareholders, for a period of 1 year, except for the Chairman of the Board of Directors who will be elected for a period of 4 years, with the possibility of being re-elected.</p>	<p>12.1. The company is managed in a unitary system by a Board of Directors consisting of 7 (seven) directors, elected by the Ordinary General Meeting of Shareholders, for a period of 1 year, except for the Chairman of the Board of Directors who will be elected for a period of 4 years, with the possibility of being re-elected.</p>	<p>Article 12.1 is amended.</p>
<p><b>12.5.</b> The Chairman of the Board of Directors is appointed by the ordinary general assembly. The President coordinates the activity of the Council and reports on behalf of the Council on this activity to the general meeting of shareholders, according to the law. Also, the President will have the attributions and</p>	<p>12.5. The Chairman of the Board of Directors is appointed by the ordinary general assembly. The President coordinates the activity of the Council and reports on behalf of the Council on this activity to the general meeting of shareholders, according to the law. Also, the President will have the attributions and responsibilities</p>	<p>Change 12.5.</p>

<p>responsibilities stipulated in the Regulation for the Organization and Functioning of the Board of Directors. If the President is in temporary impossibility to exercise his/her duties, during the state of impossibility, the Vice-President shall fulfill the responsibilities of the President.</p>	<p>stipulated in the Regulation for the Organization and Functioning of the Board of Directors. If the President is temporarily unable to exercise his duties, during the state of impossibility, another member of the Ca will be empowered to fulfill the duties of the President.</p>	
<p><b>12.6.</b> The Board of Directors, through the President, represents the company in relations with third parties and takes all the necessary steps, measures and formalities in the following areas:  a) financing and refinancing the company, contracting loans, providing guarantees; b) the realization of investments and the refurbishment of the company, c) any support activities for the fields mentioned in letters a) and b) above, such as consultancy services, intermediation services, financial services, legal services, the enumeration being exemplifying, not limiting. For this purpose, the Board of Directors shall negotiate and conclude, in the aforementioned fields, any contracts with natural or legal persons, public or private entities, in the country or abroad, within the limits granted by this articles of incorporation.  For the avoidance of doubt, the powers of the Administrative Board, in the fields expressly mentioned in this Article, may not be assigned to the Directors.</p>	<p>12.6. The Board of Directors, through the President, represents the company in relations with third parties and takes all the necessary steps, measures and formalities in the following areas:  a) financing and refinancing the company, contracting loans, providing guarantees;  b) the realization of investments and the refurbishment of the company,  c) any support activities for the fields mentioned in letters a) and b) above, such as consultancy services, intermediation services, financial services, legal services, the enumeration being exemplifying, not limiting. For this purpose, the Board of Directors, through the President, shall negotiate and conclude, in the aforementioned fields, any contracts with natural or legal persons, public or private entities, in the country or abroad, within the limits granted by this articles of incorporation.  For the avoidance of doubt, the powers of the Administrative Board, in the fields expressly mentioned in this Article, may not be assigned to the Directors.</p>	<p>Fill in 12.6.</p>
<p><b>12.11.</b> The debates may be recorded on audio and, where appropriate, video, and shall be recorded in a</p>	<p>12.11. The debates may be recorded on audio and, where appropriate, video, and shall be recorded in a report of the</p>	<p>It is modified and supplements 12.11.</p>

<p>report of the hearing. The minutes shall include the names of the participants, the agenda and the order of deliberations, the decisions taken, the number of votes cast and the opinions separated with an indication of the person who requested the registration, other aspects which are considered necessary to be mentioned. The minutes shall be signed by the President or by the Deputy Chairman and the Secretary of the Meeting. The Secretary shall draw up the Council's decision on the basis of the minutes.</p>	<p>hearing. The minutes shall include the names of the participants, the agenda and the order of deliberations, the decisions taken, the number of votes cast and the opinions separated with an indication of the person who requested the registration, other aspects which are considered necessary to be mentioned. The minutes shall be signed by the President and the secretary of the meeting. The Secretary shall draw up the Council's decision on the basis of the minutes. The decisions of the Council shall be signed by the President and the session secretary.</p>	
<p><b>12.14. Board committees of the Board of Directors</b> The following advisory committees shall be set up within the Administrative Board:</p> <ul style="list-style-type: none"> <li>(i) <b>the Audit and Risk Committee,</b></li> <li>(ii) <b>the Strategy, Development, and Investment Committee,</b></li> <li>(iii) <b>the Nomination and Remuneration Committee</b></li> </ul>	<p>12.14. Board committees of the Board of Directors</p> <p>The following advisory committees shall be set up within the Administrative Board:</p> <ul style="list-style-type: none"> <li>(i)the audit and risk committee,</li> <li>(ii)the Strategy, Development and Investment Committee,</li> <li>(iii) the nomination and remuneration committee,</li> <li>(iv)integrity committee</li> </ul>	<p>It completes 12.14 with a new committee. The rest of the paragraphs remain unchanged.</p>
<p><b>12.17 The Nomination and Remuneration Committee</b> assists the Board in fulfilling its responsibilities regarding the remuneration of directors, directors, censors and staff or the nomination of candidates for the various management positions. The attributions of the Nomination and Remuneration Committee will be detailed in a Regulation of the Nomination and Remuneration Committee, approved by the Board of Directors of the Company.</p>	<p>12.17. The Nomination and Remuneration Committee assists the Board in fulfilling its responsibilities regarding the remuneration of directors, directors, auditors and staff or the nomination of candidates for the various management positions. The attributions of the Nomination and Remuneration Committee will be detailed in a Regulation of the Nomination and Remuneration Committee, approved by the Board of Directors of the Company.</p>	<p>Completion of art. 12.17 of the Constitutive Act with the role of the Integrity Committee</p>

	The Integrity Committee fulfills an advisory role and assists the Board, by making recommendations, in fulfilling its responsibilities regarding integrity at company level. The attributions of the Integrity Committee will be detailed in a Regulation of the Integrity Committee, approved by the Board of Directors of the Company.	
c) (i) approves the taking out of any types of loans, liabilities or obligations such as loans, as well as the provision of collateral in rem or personally related to such loans, in each case in accordance with the limits of competence laid down in the Articles of Incorporation; (ii) approves the realization of investments and the refurbishment of the company, within the limits stipulated by the articles of incorporation; (iii) approve any support activities for the fields mentioned in points (i) and (ii) above, such as consultancy services, intermediation services, financial services, legal services, the enumeration being exemplifying, not limiting. For this purpose, the Board of Directors shall negotiate and conclude, in the aforementioned fields, any contracts with natural or legal persons, public or private entities, in the country or abroad, within the limits granted by this articles of incorporation.	13. point (c) (i) approves the taking out of any type of loans, debts or obligations such as loans, as well as the provision of collateral in rem or personal guarantees relating to such loans, in each case within the limits of competence laid down in the Articles of Incorporation; (ii) approves the realization of investments and the refurbishment of the company, within the limits stipulated by the articles of incorporation; (iii) approve any support activities for the fields mentioned in points (i) and (ii) above, such as consultancy services, intermediation services, financial services, legal services, the enumeration being exemplifying, not limiting. For this purpose, the Board of Directors, through the President, shall negotiate and conclude, in the aforementioned fields, any contracts with natural or legal persons, public or private entities, in the country or abroad, within the limits granted by this articles of incorporation.	Amendment of Article 13(c).
i) concludes legal acts in the name and on behalf of the Company through which to acquire assets for it, to alienate, rent, exchange or provide guarantees over the assets in the Company's patrimony, within the limits of the competences conferred by the law and by the Articles of Incorporation, in consultation with the Audit and Risk Committee;	13 lit. i) concludes legal acts in the name and on behalf of the Company through which to acquire assets for it, to alienate, to rent, to exchange or to constitute guarantees over the assets in the patrimony of the Company, within the limits of the competences conferred by the law and by the Articles of Incorporation.	Amendment of Article 13 point (i).
	13 lit. p) association with natural or legal persons, Romanian or foreign, in order to set up new legal persons (Romanian or foreign companies) or associations without	Completion of Article 13 point with point (p).

	legal personality, in order to achieve common objectives, under the law, within the limits provided by law	
	15.4. letter h) concludes legal acts in the name and on behalf of the Company as follows: (1) in the field of commercial activity, unlimited; (2) in the field of investments and refurbishment, only within the maximum limit of 500,000 Euro / year. Exceeding the limits of the mandate granted by this article is a reason for immediately revoking the mandate of the Director General, without granting any compensations. The Board of Directors may restrict the limits of the mandate granted to the General Director according to letter h point (1) if, during the evaluation / verification of the activity of the General Director or in other concrete situations, it is justified to find risks or irregularities regarding the company's activity in the commercial field. In case of limitation of the mandate, the legal acts on behalf of the company will be concluded by the General Manager only on the basis of the prior approval of the Board of Directors. The limitation of the general director's mandate will be communicated to him immediately by the Board of Directors and will operate temporarily, according to the period justified by the Board of Directors.	Completion of art. 15.4 letter with letter h).
<b>16.5.</b> Within the company, an internal audit department will be established, which will be responsible for checking and controlling the current activity of the company, in order to provide an independent assessment of the risk management arising from the activity and administration of the company. The internal auditor shall draw up a monthly report and submit it to the Audit and Risk Committee on the matters resulting from the audit carried out, as well as any irregularities and risks reported in the work carried out.	16.5. Within the company, an internal audit department will be established, which will be responsible for checking and controlling the current activity of the company, in order to provide an independent assessment of the risk management arising from the activity and administration of the company. The internal auditor shall draw up a monthly report and submit it to the Audit and Risk Committee on the matters resulting from the audit carried out, as well as any irregularities and risks reported in the work carried out. The internal audit service may be fully or partially outsourced, based on a service contract.	Completion of Article 16.5. The rest of the paragraphs remain unchanged.

In situations of an urgent nature and potentially harmful to the company, the internal auditor may request and obtain information from the internal financial control departments, in order to reduce or remove any imminent risks / losses.

The Audit and Risk Committee may transmit work tasks to the internal auditor and, indirectly, to the internal financial control departments, with the information of the Director-General. The internal auditor and the internal financial control departments have the obligation to respond to these tasks through specific audit and control reports, within a maximum of 3 days from their receipt.

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